# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2017**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
APCO HOLDINGS 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1996

**2a** Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

APCO HOLDINGS, LLC

6010 ATLANTIC BOULEVARD
NORCROSS, GA 30071

**2b** Employer Identification Number (EIN)
77-0674830

**2c** Plan Sponsor's telephone number
678-225-1000

**2d** Business code (see instructions)
524290

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/11/2018 | JEANETTE BOGDON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address [X] Same as Plan Sponsor

**3b** Administrator's EIN

**3c** Administrator's telephone number

**4** If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
**a** Sponsor's name
**c** Plan Name

**4b** EIN

**4d** PN

| | | |
|---|---|---|
| **5** Total number of participants at the beginning of the plan year | **5** | 547 |
| **6** Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** Total number of active participants at the beginning of the plan year | **6a(1)** | 470 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 506 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 84 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c** | **6d** | 590 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 1 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 591 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 568 |
| **h** Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 60 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3D

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

## Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2017**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
APCO HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
APCO HOLDINGS, LLC

**D** Employer Identification Number (EIN)
77-0674830

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 37 60 64 65 | RECORDKEEPER | 10090 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

CVAGS, LLC DBA CLEARVIEW ADVISORY

27-2579538

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 27 | BROKER | 9741 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

RESOURCE ADVISORY, LLC

47-2790722

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 13 27 | INVESTMENT ADVISOR | 5405 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| ALZGI NFJ SMCPVL ADM - BOSTON FINA | P.O. BOX 8480<br>BOSTON, MA 02266 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| DODGE & COX INCOME - BOSTON FINANC | P.O. BOX 8480<br>BOSTON, MA 02266 | 0.08% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| EV WW HLTH SCIENCE I - BNY MELLON | P.O. BOX 9793<br>PROVIDENCE, RI 02940 | 0.15% |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| INVS DEV MKTS Y - INVESCO CANADA L | 5140 YONGE STREET, SUITE 900<br>TORONTO, ON M2N 6 CA | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| LOOMIS STRAT INC Y - DST ASSET MAN | P.O. BOX 8406<br>BOSTON, MA 02266 | 0.20% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| NUVEEN DIV VALUE I - BOSTON FINANC | P.O. BOX 8480<br>BOSTON, MA 02266 | 0.25% |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OAKMARK INTL INV - BOSTON FINANCIA<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIM COM REAL RET ADM - DST ASSET M<br>P.O. BOX 8406<br>BOSTON, MA 02266 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PRU/J SMALL CO Z - PRUDENTIAL MUTU<br><br>22-3703799 | 0.25% |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TMPL GLOBAL BOND ADV - FRANKLIN TE<br><br>94-3167260 | 0.15% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2010 ADV - T. ROWE PRIC<br><br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2015 ADV - T. ROWE PRIC<br><br>52-2269240 | 0.40% |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2020 ADV - T. ROWE PRIC<br><br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2025 ADV - T. ROWE PRIC<br><br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2030 ADV - T. ROWE PRIC<br><br>52-2269240 | 0.40% |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2035 ADV - T. ROWE PRIC<br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2040 ADV - T. ROWE PRIC<br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2045 ADV - T. ROWE PRIC<br>52-2269240 | 0.40% |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2050 ADV - T. ROWE PRIC<br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2055 ADV - T. ROWE PRIC<br>52-2269240 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TRP RETIRE 2060 ADV - T. ROWE PRIC<br>52-2269240 | 0.40% |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2017**

**This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
APCO HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
APCO HOLDINGS, LLC

**D** Employer Identification Number (EIN)
77-0674830

## Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

**b** Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 04-3022712-024 | C | 1083495 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2017**

**This Form is Open to Public Inspection**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
APCO HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
APCO HOLDINGS, LLC

**D** Employer Identification Number (EIN)
77-0674830

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 37702 | 12184 |
| **(2)** Participant contributions | 1b(2) | 83189 | 26580 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 0 | 0 |
| **(2)** U.S. Government securities | 1c(2) | 0 | 0 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 0 | 0 |
| **(B)** All other | 1c(3)(B) | 0 | 0 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 0 | 0 |
| **(B)** Common | 1c(4)(B) | 0 | 0 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | 0 |
| **(6)** Real estate (other than employer real property) | 1c(6) | 0 | 0 |
| **(7)** Loans (other than to participants) | 1c(7) | 0 | 0 |
| **(8)** Participant loans | 1c(8) | 798890 | 892543 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 739141 | 1083495 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 0 | 0 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 0 | 0 |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | 0 | 0 |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 20701901 | 27960399 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 0 | 0 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | 0 | 0 |
| | **(2)** Employer real property | 1d(2) | 0 | 0 |
| **e** | Buildings and other property used in plan operation | 1e | 0 | 0 |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 22360823 | 29975201 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 0 | 0 |
| **h** | Operating payables | 1h | 0 | 0 |
| **i** | Acquisition indebtedness | 1i | 0 | 0 |
| **j** | Other liabilities | 1j | 0 | 0 |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 22360823 | 29975201 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 1263279 | |
| | **(B)** Participants | 2a(1)(B) | 2922627 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 509838 | |
| | **(2)** Noncash contributions | 2a(2) | 0 | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 4695744 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| | **(E)** Participant loans | 2b(1)(E) | 38204 | |
| | **(F)** Other | 2b(1)(F) | 0 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 38204 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| | **(B)** Common stock | 2b(2)(B) | 0 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 1084269 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 1084269 |
| | **(3)** Rents | 2b(3) | | 0 |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | 0 | |
| | **(B)** Other | 2b(5)(B) | 0 | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 13560 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 3175230 |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 9007007 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 2004521 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 2004521 |
| f Corrective distributions (see instructions) | 2f | | 722 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | 0 |
| i Administrative expenses: (1) Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 0 | |
| (3) Investment advisory and management fees | 2i(3) | 544 | |
| (4) Other | 2i(4) | 25237 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 25781 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 2031024 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 6975983 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 638395 |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

**(1)** [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

**(1)** Name: WILLIAMS BENATOR & LIBBY, LLP **(2)** EIN: 58-1460137

**d** The opinion of an independent qualified public accountant is **not attached** because:

**(1)** [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2017**

**This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
APCO HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
APCO HOLDINGS, LLC

**D** Employer Identification Number (EIN)
77-0674830

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1**

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

APCO HOLDINGS 401(k) PLAN

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2017

with

INDEPENDENT AUDITORS' REPORT

Audited Financial Statements and Supplemental Schedule

APCO HOLDINGS 401(k) PLAN

December 31, 2017

Audited Financial Statements

Independent Auditors' Report ..... 1
Statements of Net Assets Available for Benefits ..... 3
Statement of Changes in Net Assets Available for Benefits ..... 4
Notes to Financial Statements ..... 5

Supplemental Schedule Required By ERISA

Schedule H, Line 4i--Schedule of Assets (Held at End of Year) ..... 12

WILLIAMS BENATOR & LIBBY, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

# INDEPENDENT AUDITORS' REPORT

Plan Administrator
APCO Holdings 401(k) Plan
Norcross, Georgia

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of APCO Holdings 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

***Auditors' Responsibility***

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note I, which was certified by Fidelity Management Trust Company ("the Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2017 and 2016 and for the year end December 31, 2017, that the information provided to the Plan Administrator by the Trustee is complete and accurate.



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***Disclaimer of Opinion***

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

***Other Matter***

The supplemental schedule H, Line 4i--schedule of assets (held at end of year) is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Atlanta, Georgia
October 10, 2018

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

APCO HOLDINGS 401(k) PLAN

| | December 31 | |
|---|---|---|
| | 2017 | 2016 |
| ASSETS | | |
| INVESTMENTS | | |
| Mutual funds--Note C | $27,960,399 | $20,701,901 |
| Common collective trust--Note C | 1,083,495 | 739,141 |
| | 29,043,894 | 21,441,042 |
| RECEIVABLES | | |
| Employer's contributions | 12,184 | 37,702 |
| Participant contributions | 26,580 | 83,189 |
| Notes receivable from participants | 892,543 | 798,890 |
| | 931,307 | 919,781 |
| NET ASSETS AVAILABLE FOR BENEFITS | $29,975,201 | $22,360,823 |

See independent auditors' report and notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

APCO HOLDINGS 401(k) PLAN

Year Ended December 31, 2017

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income: | | |
| Net appreciation in fair value of investments | | $ 3,188,790 |
| Interest and dividends | | 1,084,269 |
| | | 4,273,059 |
| Interest income on participant notes receivable | | 38,204 |
| Contributions: | | |
| Participants | | 2,922,627 |
| Employer | | 1,263,279 |
| Rollovers | | 509,838 |
| | | 4,695,744 |
| | TOTAL ADDITIONS | 9,007,007 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 2,005,243 |
| Administrative and other expenses | | 25,781 |
| | TOTAL DEDUCTIONS | 2,031,024 |
| | NET INCREASE | 6,975,983 |
| Transfer of assets into the Plan | | 638,395 |
| Net assets available for benefits at beginning of year | | 22,360,823 |
| | NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR | $29,975,201 |

See independent auditors' report and notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

APCO HOLDINGS 401(k) PLAN

December 31, 2017

## NOTE A--DESCRIPTION OF PLAN

The following description of the APCO Holdings 401(k) Plan ("the Plan"), as amended and restated, provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a single employer defined contribution plan covering substantially all employees of Automobile Protection Corporation and GWC Warranty Corporation (collectively, "the Employer" and "Plan Administrator"). Both employers are wholly-owned subsidiaries of APCO Holdings, LLC.

Effective March 1, 2017, the Plan received a transfer of assets of $638,395 from the Automotive Development Group, LLC 401(k) Plan as a result of the merger of the Automotive Development Group, LLC 401(k) Plan into the Plan. Automotive Development Group, LLC had been previously acquired by APCO Holdings, LLC on February 22, 2016.

Eligibility requirements include a minimum age of twenty-one years (eighteen years effective November 1, 2018) and one month of service. Participants are eligible to participate in the profit-sharing component of the Plan if they earn at least 1,000 hours of service and are employed by the Employer for six consecutive months and at the end of the plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions: Plan participants can make pre-tax contributions from their compensation, not to exceed the Federal statutory maximum. The Plan includes an automatic salary deferral feature. The Employer automatically withholds 6% of the employee's compensation as an employee elective contribution. Employees that have been automatically enrolled may request a refund on such deferrals within 90 days of the first payroll in which the compensation is deferred, may request no deferral of compensation, or may select an alternative deferral amount.

The Plan provides for a discretionary tax deferred contribution by the Employer, an employee elective contribution with an Employer Safe Harbor matching provision, and an Employer discretionary matching provision. The Employer Safe Harbor matching contribution is 100% of the first 1% of participant compensation deferred, and a further 50% on the next 5% of participant compensation deferred, up to the Internal Revenue Service limits. The maximum effective Employer matching rate for a participating employee is 3.5% of participant compensation, except as limited by Internal Revenue Service requirements. The individual matching contribution is determined based on each payroll period. No additional discretionary contribution was made by the Employer during the year ended December 31, 2017.

NOTE A--DESCRIPTION OF PLAN--Continued

Participant Accounts: Each participant's account is credited with their contributions, the Employer's matching contributions, their account's earnings or losses, and an allocation of any Employer discretionary contribution. Allocations of Employer discretionary contributions and any allocated forfeitures are based on participant compensation, as defined in the Plan articles. All investments of employee and employer contributions are participant directed. Participants may change their investment options daily.

Vesting: Participants are immediately vested in their voluntary contributions and allocated earnings thereon. Employer safe harbor matching contributions and earnings thereon vest on a modified cliff vesting schedule of 0% for less than 1 year of service, 33% upon 1 year of service, and 100% upon 2 years of service. Employer discretionary and other matching contributions and earnings thereon vest primarily on a three-year vesting schedule at a rate of 33% per year of service. A participant becomes fully vested in the event of death, disability or normal retirement. Forfeited amounts can be used to pay administration expenses or reduce future Employer contributions to the Plan.

Administration: The Plan is administered by the Employer. All funds in the Plan were held in trust by the Trustee, Fidelity Management Trust Company ("Fidelity" or "Trustee"). Fidelity invests participants' and Employer contributions, as directed by the participants, in a combination of equity, fixed income, and balanced investments.

Withdrawals: A participant may withdraw their tax deferred and vested employer contributions plus earnings thereon in the case of a financial hardship, subject to a minimum of $500. Withdrawals are taxable in the year received by the participant and may be subject to a penalty tax. A participant may not make elective deferrals or other contributions for a period of six months following a hardship withdrawal.

Payment of Benefits: Upon a participant's termination of employment with the Employer, or upon reaching the age of 59½, the participant is entitled to receive a distribution of their vested account balances. If the participant does not elect to receive a distribution, the vested balance will be distributed after the Employer's normal retirement (age 65). If the participant dies prior to receiving their entire vested account balance, the balance will be paid to the participant's beneficiary or estate.

Participant Notes Receivable: Participants may borrow from their vested account balance a minimum of $1,000 up to a maximum of the lesser of $50,000, reduced by the highest outstanding loan balance in their account during the prior twelve month period, or 50 percent of their vested account balance, whichever is less. All outstanding loans to the participant from plans maintained by the participant's Employer or a related Employer will be considered for

NOTE A--DESCRIPTION OF PLAN--Continued

purposes of determining the maximum amount of a loan to the participant. The loans are secured by the balance in the participant's vested account and bear interest at a reasonable rate of interest determined by the Plan Administrator. At December 31, 2017, interest rates on outstanding participant notes receivable ranged from 3.25% to 8.25%.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Plan follows the Financial Accounting Standards Board Accounting Standards Codification as its sole source of authoritative guidance.

The financial statements for the Plan are prepared using the accrual basis of accounting.

The Plan's investments are stated at fair value, as further described in Note C. Investment securities are exposed to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is possible that changes in values of investment securities will occur and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Purchases and sales of securities are recorded on a trade-date basis (the date the order to buy or sell is executed). Realized gains and losses on the sale of investments are calculated based on the difference between the selling price and cost on an average cost basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as the change in unrealized gains/losses for securities held at the end of the year.

Participant notes receivable are reported separately from Plan investments and recorded at their unpaid principal balance plus all accrued and unpaid interest. Interest income is recorded on an accrual basis. Delinquent notes receivable are reclassified as participant withdrawals based upon the terms of the Plan document.

Contributions are recorded on the accrual basis, which recognizes participants' contributions and the related Employer matching contributions at the time the participants' contributions are withheld from their salaries. Employer discretionary profit-sharing contributions are recorded in the period recognized in the Employer's financial statements.

At December 31, 2017 and 2016, there were no net assets available for benefits which had been approved for payment that were not paid at year end. Benefits are recorded when paid.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES--Continued

Administrative expenses of the Plan are partially paid for by the Employer.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent events have been evaluated through October 10, 2018, which is the date the financial statements were available to be issued.

NOTE C--FAIR VALUE MEASUREMENTS

Current accounting guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the accounting guidance are described below:

**Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets and liabilities in active markets that the Plan has the ability to access.

**Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTE C--FAIR VALUE MEASUREMENTS--Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016:

Mutual funds: Valued at the quoted market price, which represents the net asset value of shares held by the Plan at year end.

Common collective trust funds: Valued based on the market prices of the underlying investments. The common collective trust funds do not have finite lives, unfunded commitments relating to these investments, or significant restrictions on redemptions.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial

instruments could result in a different fair value measurement at the reporting date. The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016:

| | Assets at fair value as of December 31, 2017 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments: | | | | |
| Common collective trust | $ -0- | $1,083,495 | $ -0- | $ 1,083,495 |
| Mutual funds | 27,960,399 | -0- | -0- | 27,960,399 |
| Total assets at fair value | $27,960,399 | $1,083,495 | $ -0- | $ 29,043,894 |

| | Assets at fair value as of December 31, 2016 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments: | | | | |
| Common collective trust | $ -0- | $ 739,141 | $ -0- | $ 739,141 |
| Mutual funds | 20,701,901 | -0- | -0- | 20,701,901 |
| Total assets at fair value | $20,701,901 | $ 739,141 | $ -0- | $ 21,441,042 |

## NOTE D--TRANSACTIONS WITH PARTIES IN INTEREST

The Plan has an agreement with Fidelity to maintain the investments of the Plan. During 2017, contributions to the Plan of $4,777,871 were deposited with Fidelity for investment, and participants of the Plan received distributions of $2,005,243 from funds held by Fidelity. At December 31, 2017 and 2016, the Plan had $29,936,437 and $22,239,932, respectively, of assets under Fidelity's custody.

## NOTE E--TAX STATUS

The Plan is intended to satisfy the tax qualification requirements under Section 401(a) of the Internal Revenue Code ("IRC"); therefore, the funds of the Plan are intended to be exempt from Federal income taxes. The Plan has not requested a favorable determination letter from the

Internal Revenue Service since the prototype on which the Plan is based has been determined to be qualified under Section 401(a) of the IRC. However, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC.

## NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their accounts.

## NOTE G--FORFEITED NON-VESTED ACCOUNTS

The Plan document, as amended, requires that all forfeited non-vested account balances will be used to pay Plan expenses or offset the Employer's contributions. At December 31, 2017 and 2016, investments included forfeited accounts of $115,838 and $55,087, respectively. During the year ended December 31, 2017, the forfeiture account was utilized to pay Plan expenses totaling $9,919.

## NOTE H--RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

For the years ended December 31, 2017 and 2016, there were no significant differences between the financial statements and Internal Revenue Service Form 5500.

## NOTE I--SUMMARY OF INFORMATION CERTIFIED BY PLAN TRUSTEE

The total value of the Plan's net assets was $29,975,201 and $22,360,823 at December 31, 2017 and 2016, respectively. With the exception of contributions receivable, the Plan's Trustee has supplied the Plan Administrator with a certification as to the completeness and accuracy of all information presented in the accompanying statements of net assets available for benefits as of December 31, 2017 and 2016 and in the statement of changes in net assets available for benefits for the year ended December 31, 2017, in regards to investment activity.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

SUPPLEMENTAL INFORMATION REQUIRED BY ERISA

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

APCO HOLDINGS 401(k) PLAN

Employer Identification Number 58-1582432, Plan 001

December 31, 2017

| (a) Party-in interest | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (e) Current value |
|---|---|---|---|
| | AllianzGI NFJ Small-Cap Value Fund Administrative Class | Mutual Fund | $ 192,925 |
| | Dodge & Cox Income Fund | Mutual Fund | 166,946 |
| | Eaton Vance Worldwide Health Sci I | Mutual Fund | 175,979 |
| * | Fidelity Balanced Fund | Mutual Fund | 489,586 |
| * | Fidelity Capital Appreciation Fund | Mutual Fund | 737,606 |
| * | Fidelity Real Estate Investment Portfolio | Mutual Fund | 75,978 |
| | Invesco Developing Markets Y | Mutual Fund | 90,596 |
| | Loomis Sayles Strategic Income Fund Class Y | Mutual Fund | 245,324 |
| | Nuveen Dividend Value Fund Class I | Mutual Fund | 528,646 |
| | Oakmark International Fund Class I | Mutual Fund | 437,999 |
| | PIMCO CommodityRealReturn Strategy Fund Administrative Class | Mutual Fund | 27,617 |
| | Prudential Jennison Small Company Z | Mutual Fund | 127,921 |
| * | Fidelity 500 Index Fund Fidelity Adv Class | Mutual Fund | 2,590,150 |
| * | Fidelity International Index Fund Fidelity Adv Class | Mutual Fund | 168,698 |
| * | Fidelity Mid Cap Idx Advtg | Mutual Fund | 703,208 |
| * | Fidelity Sm Cp Idx Advtg | Mutual Fund | 179,686 |
| | Templeton Global Bond Fund Advisor Class | Mutual Fund | 29,709 |
| | T. Rowe Price Retirement 2010 Fund Advisor Class | Mutual Fund | 13,745 |
| | T. Rowe Price Retirement 2015 Adv | Mutual Fund | 192,044 |
| | T. Rowe Price Retirement 2020 Adv | Mutual Fund | 2,841,148 |
| | T. Rowe Price Retirement 2025 Adv | Mutual Fund | 3,867,610 |
| | T. Rowe Price Retirement 2030 Adv | Mutual Fund | 3,879,827 |
| | T. Rowe Price Retirement 2035 Adv | Mutual Fund | 3,372,840 |
| | T. Rowe Price Retirement 2040 Adv | Mutual Fund | 2,592,442 |
| | T. Rowe Price Retirement 2045 Adv | Mutual Fund | 2,142,707 |

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)--Continued

APCO HOLDINGS 401(K) PLAN

Employer Identification Number 58-1582432, Plan 001

| (a) | (b) | (c) | (e) |
|---|---|---|---|
| Party-in interest | Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Current value |
| | T. Rowe Price Retirement 2050 Adv | Mutual Fund | 1,362,607 |
| | T. Rowe Price Retirement 2055 Adv | Mutual Fund | 566,585 |
| | T. Rowe Price Retirement 2060 Adv | Mutual Fund | 160,270 |
| * | Fidelity Managed Income Portfolio Class 1 | Common Collective Trust | 1,083,495 |
| * | Participant notes receivable | Interest rates ranging from 3.25% to 8.25% with maturities ranging from March 2018 through July 2029 | 892,543 |
| | | | $ 29,936,437 |

* Indicates party in interest

See independent auditors' report.

APCO HOLDINGS 401(k) PLAN

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2017

with

INDEPENDENT AUDITORS' REPORT

Audited Financial Statements and Supplemental Schedule

APCO HOLDINGS 401(k) PLAN

December 31, 2017

Audited Financial Statements

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Statements of Net Assets Available for Benefits ..... 3
Statement of Changes in Net Assets Available for Benefits ..... 4
Notes to Financial Statements ..... 5

Supplemental Schedule Required By ERISA

Schedule H, Line 4i--Schedule of Assets (Held at End of Year) ..... 12

WILLIAMS BENATOR & LIBBY, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

# INDEPENDENT AUDITORS' REPORT

Plan Administrator
APCO Holdings 401(k) Plan
Norcross, Georgia

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of APCO Holdings 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

***Auditors' Responsibility***

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note I, which was certified by Fidelity Management Trust Company ("the Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2017 and 2016 and for the year end December 31, 2017, that the information provided to the Plan Administrator by the Trustee is complete and accurate.



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Member of American Institute of Certified Public Accountants and Russell Bedford International

***Disclaimer of Opinion***

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

***Other Matter***

The supplemental schedule H, Line 4i--schedule of assets (held at end of year) is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Atlanta, Georgia
October 10, 2018

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

APCO HOLDINGS 401(k) PLAN

| | December 31 | |
|---|---|---|
| | 2017 | 2016 |
| ASSETS | | |
| INVESTMENTS | | |
| Mutual funds--Note C | $27,960,399 | $20,701,901 |
| Common collective trust--Note C | 1,083,495 | 739,141 |
| | 29,043,894 | 21,441,042 |
| RECEIVABLES | | |
| Employer's contributions | 12,184 | 37,702 |
| Participant contributions | 26,580 | 83,189 |
| Notes receivable from participants | 892,543 | 798,890 |
| | 931,307 | 919,781 |
| NET ASSETS AVAILABLE FOR BENEFITS | $29,975,201 | $22,360,823 |

See independent auditors' report and notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

APCO HOLDINGS 401(k) PLAN

Year Ended December 31, 2017

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income: | | |
| Net appreciation in fair value of investments | | $ 3,188,790 |
| Interest and dividends | | 1,084,269 |
| | | 4,273,059 |
| Interest income on participant notes receivable | | 38,204 |
| Contributions: | | |
| Participants | | 2,922,627 |
| Employer | | 1,263,279 |
| Rollovers | | 509,838 |
| | | 4,695,744 |
| | TOTAL ADDITIONS | 9,007,007 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 2,005,243 |
| Administrative and other expenses | | 25,781 |
| | TOTAL DEDUCTIONS | 2,031,024 |
| | NET INCREASE | 6,975,983 |
| Transfer of assets into the Plan | | 638,395 |
| Net assets available for benefits at beginning of year | | 22,360,823 |
| | NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR | $29,975,201 |

See independent auditors' report and notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

APCO HOLDINGS 401(k) PLAN

December 31, 2017

## NOTE A--DESCRIPTION OF PLAN

The following description of the APCO Holdings 401(k) Plan ("the Plan"), as amended and restated, provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a single employer defined contribution plan covering substantially all employees of Automobile Protection Corporation and GWC Warranty Corporation (collectively, "the Employer" and "Plan Administrator"). Both employers are wholly-owned subsidiaries of APCO Holdings, LLC.

Effective March 1, 2017, the Plan received a transfer of assets of $638,395 from the Automotive Development Group, LLC 401(k) Plan as a result of the merger of the Automotive Development Group, LLC 401(k) Plan into the Plan. Automotive Development Group, LLC had been previously acquired by APCO Holdings, LLC on February 22, 2016.

Eligibility requirements include a minimum age of twenty-one years (eighteen years effective November 1, 2018) and one month of service. Participants are eligible to participate in the profit-sharing component of the Plan if they earn at least 1,000 hours of service and are employed by the Employer for six consecutive months and at the end of the plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions: Plan participants can make pre-tax contributions from their compensation, not to exceed the Federal statutory maximum. The Plan includes an automatic salary deferral feature. The Employer automatically withholds 6% of the employee's compensation as an employee elective contribution. Employees that have been automatically enrolled may request a refund on such deferrals within 90 days of the first payroll in which the compensation is deferred, may request no deferral of compensation, or may select an alternative deferral amount.

The Plan provides for a discretionary tax deferred contribution by the Employer, an employee elective contribution with an Employer Safe Harbor matching provision, and an Employer discretionary matching provision. The Employer Safe Harbor matching contribution is 100% of the first 1% of participant compensation deferred, and a further 50% on the next 5% of participant compensation deferred, up to the Internal Revenue Service limits. The maximum effective Employer matching rate for a participating employee is 3.5% of participant compensation, except as limited by Internal Revenue Service requirements. The individual matching contribution is determined based on each payroll period. No additional discretionary contribution was made by the Employer during the year ended December 31, 2017.

NOTE A--DESCRIPTION OF PLAN--Continued

Participant Accounts: Each participant's account is credited with their contributions, the Employer's matching contributions, their account's earnings or losses, and an allocation of any Employer discretionary contribution. Allocations of Employer discretionary contributions and any allocated forfeitures are based on participant compensation, as defined in the Plan articles. All investments of employee and employer contributions are participant directed. Participants may change their investment options daily.

Vesting: Participants are immediately vested in their voluntary contributions and allocated earnings thereon. Employer safe harbor matching contributions and earnings thereon vest on a modified cliff vesting schedule of 0% for less than 1 year of service, 33% upon 1 year of service, and 100% upon 2 years of service. Employer discretionary and other matching contributions and earnings thereon vest primarily on a three-year vesting schedule at a rate of 33% per year of service. A participant becomes fully vested in the event of death, disability or normal retirement. Forfeited amounts can be used to pay administration expenses or reduce future Employer contributions to the Plan.

Administration: The Plan is administered by the Employer. All funds in the Plan were held in trust by the Trustee, Fidelity Management Trust Company ("Fidelity" or "Trustee"). Fidelity invests participants' and Employer contributions, as directed by the participants, in a combination of equity, fixed income, and balanced investments.

Withdrawals: A participant may withdraw their tax deferred and vested employer contributions plus earnings thereon in the case of a financial hardship, subject to a minimum of $500. Withdrawals are taxable in the year received by the participant and may be subject to a penalty tax. A participant may not make elective deferrals or other contributions for a period of six months following a hardship withdrawal.

Payment of Benefits: Upon a participant's termination of employment with the Employer, or upon reaching the age of 59½, the participant is entitled to receive a distribution of their vested account balances. If the participant does not elect to receive a distribution, the vested balance will be distributed after the Employer's normal retirement (age 65). If the participant dies prior to receiving their entire vested account balance, the balance will be paid to the participant's beneficiary or estate.

Participant Notes Receivable: Participants may borrow from their vested account balance a minimum of $1,000 up to a maximum of the lesser of $50,000, reduced by the highest outstanding loan balance in their account during the prior twelve month period, or 50 percent of their vested account balance, whichever is less. All outstanding loans to the participant from plans maintained by the participant's Employer or a related Employer will be considered for

NOTE A--DESCRIPTION OF PLAN--Continued

purposes of determining the maximum amount of a loan to the participant. The loans are secured by the balance in the participant's vested account and bear interest at a reasonable rate of interest determined by the Plan Administrator. At December 31, 2017, interest rates on outstanding participant notes receivable ranged from 3.25% to 8.25%.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Plan follows the Financial Accounting Standards Board Accounting Standards Codification as its sole source of authoritative guidance.

The financial statements for the Plan are prepared using the accrual basis of accounting.

The Plan's investments are stated at fair value, as further described in Note C. Investment securities are exposed to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is possible that changes in values of investment securities will occur and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Purchases and sales of securities are recorded on a trade-date basis (the date the order to buy or sell is executed). Realized gains and losses on the sale of investments are calculated based on the difference between the selling price and cost on an average cost basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as the change in unrealized gains/losses for securities held at the end of the year.

Participant notes receivable are reported separately from Plan investments and recorded at their unpaid principal balance plus all accrued and unpaid interest. Interest income is recorded on an accrual basis. Delinquent notes receivable are reclassified as participant withdrawals based upon the terms of the Plan document.

Contributions are recorded on the accrual basis, which recognizes participants' contributions and the related Employer matching contributions at the time the participants' contributions are withheld from their salaries. Employer discretionary profit-sharing contributions are recorded in the period recognized in the Employer's financial statements.

At December 31, 2017 and 2016, there were no net assets available for benefits which had been approved for payment that were not paid at year end. Benefits are recorded when paid.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES--Continued

Administrative expenses of the Plan are partially paid for by the Employer.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent events have been evaluated through October 10, 2018, which is the date the financial statements were available to be issued.

NOTE C--FAIR VALUE MEASUREMENTS

Current accounting guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the accounting guidance are described below:

**Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets and liabilities in active markets that the Plan has the ability to access.

**Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTE C--FAIR VALUE MEASUREMENTS--Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016:

Mutual funds: Valued at the quoted market price, which represents the net asset value of shares held by the Plan at year end.

Common collective trust funds: Valued based on the market prices of the underlying investments. The common collective trust funds do not have finite lives, unfunded commitments relating to these investments, or significant restrictions on redemptions.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial

instruments could result in a different fair value measurement at the reporting date. The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016:

| | Assets at fair value as of December 31, 2017 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments: | | | | |
| Common collective trust | $ -0- | $1,083,495 | $ -0- | $ 1,083,495 |
| Mutual funds | 27,960,399 | -0- | -0- | 27,960,399 |
| Total assets at fair value | $27,960,399 | $1,083,495 | $ -0- | $ 29,043,894 |

| | Assets at fair value as of December 31, 2016 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments: | | | | |
| Common collective trust | $ -0- | $ 739,141 | $ -0- | $ 739,141 |
| Mutual funds | 20,701,901 | -0- | -0- | 20,701,901 |
| Total assets at fair value | $20,701,901 | $ 739,141 | $ -0- | $ 21,441,042 |

## NOTE D--TRANSACTIONS WITH PARTIES IN INTEREST

The Plan has an agreement with Fidelity to maintain the investments of the Plan. During 2017, contributions to the Plan of $4,777,871 were deposited with Fidelity for investment, and participants of the Plan received distributions of $2,005,243 from funds held by Fidelity. At December 31, 2017 and 2016, the Plan had $29,936,437 and $22,239,932, respectively, of assets under Fidelity's custody.

## NOTE E--TAX STATUS

The Plan is intended to satisfy the tax qualification requirements under Section 401(a) of the Internal Revenue Code ("IRC"); therefore, the funds of the Plan are intended to be exempt from Federal income taxes. The Plan has not requested a favorable determination letter from the

Internal Revenue Service since the prototype on which the Plan is based has been determined to be qualified under Section 401(a) of the IRC. However, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC.

## NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their accounts.

## NOTE G--FORFEITED NON-VESTED ACCOUNTS

The Plan document, as amended, requires that all forfeited non-vested account balances will be used to pay Plan expenses or offset the Employer's contributions. At December 31, 2017 and 2016, investments included forfeited accounts of $115,838 and $55,087, respectively. During the year ended December 31, 2017, the forfeiture account was utilized to pay Plan expenses totaling $9,919.

## NOTE H--RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

For the years ended December 31, 2017 and 2016, there were no significant differences between the financial statements and Internal Revenue Service Form 5500.

## NOTE I--SUMMARY OF INFORMATION CERTIFIED BY PLAN TRUSTEE

The total value of the Plan's net assets was $29,975,201 and $22,360,823 at December 31, 2017 and 2016, respectively. With the exception of contributions receivable, the Plan's Trustee has supplied the Plan Administrator with a certification as to the completeness and accuracy of all information presented in the accompanying statements of net assets available for benefits as of December 31, 2017 and 2016 and in the statement of changes in net assets available for benefits for the year ended December 31, 2017, in regards to investment activity.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

SUPPLEMENTAL INFORMATION REQUIRED BY ERISA

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

APCO HOLDINGS 401(k) PLAN

Employer Identification Number 58-1582432, Plan 001

December 31, 2017

| (a) Party-in interest | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (e) Current value |
|---|---|---|---|
| | AllianzGI NFJ Small-Cap Value Fund Administrative Class | Mutual Fund | $ 192,925 |
| | Dodge & Cox Income Fund | Mutual Fund | 166,946 |
| | Eaton Vance Worldwide Health Sci I | Mutual Fund | 175,979 |
| * | Fidelity Balanced Fund | Mutual Fund | 489,586 |
| * | Fidelity Capital Appreciation Fund | Mutual Fund | 737,606 |
| * | Fidelity Real Estate Investment Portfolio | Mutual Fund | 75,978 |
| | Invesco Developing Markets Y | Mutual Fund | 90,596 |
| | Loomis Sayles Strategic Income Fund Class Y | Mutual Fund | 245,324 |
| | Nuveen Dividend Value Fund Class I | Mutual Fund | 528,646 |
| | Oakmark International Fund Class I | Mutual Fund | 437,999 |
| | PIMCO CommodityRealReturn Strategy Fund Administrative Class | Mutual Fund | 27,617 |
| | Prudential Jennison Small Company Z | Mutual Fund | 127,921 |
| * | Fidelity 500 Index Fund Fidelity Adv Class | Mutual Fund | 2,590,150 |
| * | Fidelity International Index Fund Fidelity Adv Class | Mutual Fund | 168,698 |
| * | Fidelity Mid Cap Idx Advtg | Mutual Fund | 703,208 |
| * | Fidelity Sm Cp Idx Advtg | Mutual Fund | 179,686 |
| | Templeton Global Bond Fund Advisor Class | Mutual Fund | 29,709 |
| | T. Rowe Price Retirement 2010 Fund Advisor Class | Mutual Fund | 13,745 |
| | T. Rowe Price Retirement 2015 Adv | Mutual Fund | 192,044 |
| | T. Rowe Price Retirement 2020 Adv | Mutual Fund | 2,841,148 |
| | T. Rowe Price Retirement 2025 Adv | Mutual Fund | 3,867,610 |
| | T. Rowe Price Retirement 2030 Adv | Mutual Fund | 3,879,827 |
| | T. Rowe Price Retirement 2035 Adv | Mutual Fund | 3,372,840 |
| | T. Rowe Price Retirement 2040 Adv | Mutual Fund | 2,592,442 |
| | T. Rowe Price Retirement 2045 Adv | Mutual Fund | 2,142,707 |

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)--Continued

APCO HOLDINGS 401(K) PLAN

Employer Identification Number 58-1582432, Plan 001

| (a) | (b) | (c) | (e) |
|---|---|---|---|
| Party-in interest | Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Current value |
| | T. Rowe Price Retirement 2050 Adv | Mutual Fund | 1,362,607 |
| | T. Rowe Price Retirement 2055 Adv | Mutual Fund | 566,585 |
| | T. Rowe Price Retirement 2060 Adv | Mutual Fund | 160,270 |
| * | Fidelity Managed Income Portfolio Class 1 | Common Collective Trust | 1,083,495 |
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| | | | $ 29,936,437 |

* Indicates party in interest

See independent auditors' report.